

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000

October 5, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged originals and two (2) photocopies of a Memorandum of Assignment Agreement dated as of August 31, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement for Lease Agreement dated as of January 16, 1995 with Schedule No. 2 dated as of June 16, 1995 which was filed and recorded on August 29, 1995, under Recordation Number 19452-A.

The names and addresses of the parties to the enclosed documents are:

Assignor: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Assignee: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 3005  
Rosemont, IL 60018

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Mr. Vernon A. Williams

October 5, 1995

Page 2

The descriptions of the railroad equipment covered by the enclosed documents are:

One hundred (100) 50-foot, 100-ton Plate "F" boxcars( the "Cars") marked and numbered CSXT 151100 through CSXT 151199, inclusive.

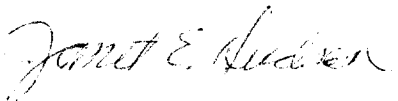
Also enclosed is a check for \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Assignment dated as of August 31, 1995 between Greenbrier Leasing Corporation, Assignor, and First Union Rail Corporation, Assignee, covering one hundred (100) 50-foot, 100-ton Plate "F" boxcars ( the "Cars") marked and numbered CSXT 151100 through CSXT 151199, inclusive.

Sincerely,



Janet E. Hudson  
Administrative Assistant

jeh  
Enclosure

cc: Robert W. Alvord, Esq.

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MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

FIRST UNION RAIL, CORPORATION

~~A DIVISION OF FIRST UNION COMMERCIAL CORPORATION~~

AUGUST 31, 1995

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Memorandum of Assignment Agreement made and entered into as of August 31, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and First Union Rail, a division of First Union Commercial Corporation, a North Carolina corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to CSX Transportation, Inc. ("Lessee") one hundred (100) 50-foot, 100-ton Plate "F" boxcars marked and numbered CSXT 151100 through CSXT 151199, inclusive, pursuant to Schedule No. 2 dated as of August 1, 1995 of that certain Lease Agreement dated as of January 16, 1995 (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor Schedule No. 2 to the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norman M. Webb

Title: E.V.P.

FIRST UNION RAIL, A DIVISION OF  
FIRST UNION COMMERCIAL CORPORATION

By: [Signature]

Title: Senior Vice President

STATE OF OREGON                     )  
  ) ss.  
COUNTY OF CLACKAMAS            )

On this 2nd day of October, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF N.C.                     )  
  ) ss.  
COUNTY OF Iredell            )

On this 15th day of September, 1995, before me personally appeared Paul W. Van Wie, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of First Union Rail, a division of First Union Commercial Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Linda H. Norton  
NOTARY PUBLIC

My commission expires: 3-12-97

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

October 16, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

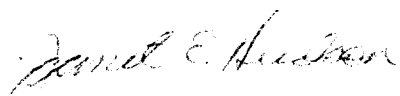
Dear Mr. Williams:

On October 5, 1995 we sent to you a Memorandum of Assignment Agreement dated as of August 31, 1995 between Greenbrier Leasing Corporation and First Union Rail, a Division of First Union Commercial Corporation. The Assignment related to the Memorandum of Lease Agreement for Lease Agreement dated as of January 16, 1995 with Schedule No. 2 dated as of June 16, 1995 which was filed and recorded on August 29, 1995, under Recordation Number 19452-A.

The name of the assignee on the Memorandum of Assignment was incorrect. The company name has changed and we neglected to change it on the Memorandum of Assignment. The cover letter dated October 5, 1995 did have the correct name of the Assignor. The correct name should be First Union Rail Corporation. Please make this correction in your records.

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Hudson  
Administrative Assistant - Legal

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Acknowledged this October 16, 1995 by Greenbrier Leasing Corporation

By: Norman M. Webb

Title: Executive Vice President

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) ss.

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Richard M. Strong  
NOTARY PUBLIC

